

**BALL JANIK LLP**

A T T O R N E Y S

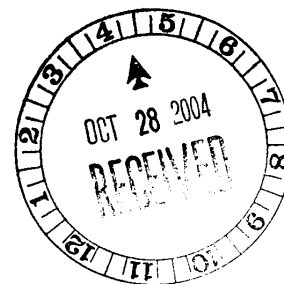
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OF COUNSEL  
(202) 466-6532



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October 28, 2004

RECORDATION NO. 23149-A FILED

OCT 28 '04

4-38 PM

**SURFACE TRANSPORTATION BOARD**

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Lease Termination and Memorandum of Lease Agreement, a secondary document, dated as of October 28, 2004. The primary document to which this is connected is recorded under Recordation No. 23149. We request that one copy of this document be recorded under Recordation No. 23149-A.

The names and addresses of the parties to the Partial Lease Termination and Memorandum of Lease Agreement are:

New Lessor:

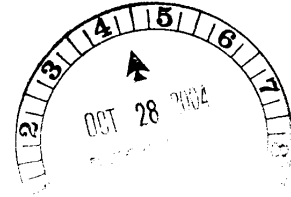
The Fifth Third Leasing Corporation  
38 Fountain Square Plaza  
MD 10904A  
Cincinnati, OH 45263

Old Lessor:

SunTrust Leasing Corporation  
120 East Baltimore Street  
Baltimore, MD 21297-7307

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Lessee:

Suncor Energy (U.S.A.) Inc.  
7800 E. Orchard Road, Suite 300  
Greenwood Village, CO 80111

A description of the equipment covered by the Partial Lease Termination and Memorandum of Lease Agreement consists of 45 tank cars numbered CONX 9700-9744, inclusive, terminated, and 45 tank cars numbered CONX 9745-9789, inclusive, under the new lease.

A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Lease Termination and Memorandum of Lease Agreement among The Fifth Third Leasing Corporation, 38 Fountain Square Plaza, MD 10904A, Cincinnati, OH 45263, SunTrust Leasing Corporation, 120 East Baltimore Street, Baltimore, MD 21297-7307, and ConocoPhillips Company, successor by merger to Conoco, Inc., 600 North Dairy Ashford, Houston, TX 77079-1175, covering 45 tank cars numbered CONX 9700-9744, inclusive, terminated, and 45 tank cars numbered CONX 9745-9789, inclusive, under the new lease.

Very Truly Yours,



Louis E. Gitomer

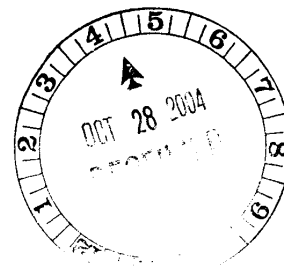
Enclosures

RECORDATION NO. 23149A FILED

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SURFACE TRANSPORTATION BOARD



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**PARTIAL LEASE TERMINATION  
AND MEMORANDUM OF LEASE**

**dated as of October 28, 2004**

among

**CONOCOPHILLIPS COMPANY (successor by merger to Conoco Inc.),  
as Lessee**

**SUNTRUST LEASING CORPORATION,  
as Original Lessor**

and

**THE FIFTH THIRD LEASING COMPANY,  
as New Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
AND WITH THE REGISTRAR GENERAL OF CANADA  
PURSUANT TO § 105 OF THE CANADA TRANSPORTATION ACT  
On October \_\_, 2004 at \_\_:\_\_.m.**

## PARTIAL LEASE TERMINATION AND MEMORANDUM OF LEASE

THIS PARTIAL LEASE TERMINATION AND MEMORANDUM OF LEASE (this "Memorandum") is made and entered into as of October 28, 2004, by and among SUNTRUST LEASING CORPORATION ("Original Lessor"), THE FIFTH THIRD LEASING COMPANY ("New Lessor") and CONOCOPHILLIPS COMPANY (successor by merger to Conoco Inc.) ("Lessee"), with reference to the following:

1. Original Lessor leased to Conoco Inc. ("Original Lessee"), and Original Lessee leased from Original Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Railcar Lease Agreement No. 0566 dated as of September 26, 2000 (as amended, and together with all of the riders, schedules and other attachments thereto, collectively, the "Master Lease"), between Original Lessor and Original Lessee, and that certain Schedule No. 002 thereto and incorporating the terms thereof, dated as of September 26, 2000 (the "Original Schedule"), between Original Lessor and Original Lessee.

The Master Lease and the Original Schedule became effective as of September 26, 2000, and is subject to the term specified in the Master Lease and the Original Schedule, and any extension of such term to the extent provided for in the Master Lease and the Original Schedule.

The Memorandum of Lease Agreement dated as of September 26, 2000 between Original Lessor and Original Lessee (the "Original Memorandum of Lease") was recorded at the Surface Transportation Board on October 5, 2000 at 2:30 p.m. for 90 tank cars numbered CONX 9700-9789, inclusive, as identified in the Original Schedule.

2. Lessee is the successor by merger to Original Lessee and, by operation of law and expressly, has assumed all rights and obligations of Original Lessee under the Master Lease and the Original Schedule.

Original Lessor and Lessee have agreed to terminate the Master Lease and the Original Schedule with respect to only those certain railcars described on Exhibit No. 2 attached hereto.

The Original Memorandum of Lease is being amended by terminating the Original Memorandum of Lease with respect to those certain railcars described in Exhibit No. 2 attached hereto.

Original Lessor and Lessee have entered into Amended and Restated Schedule No. 002 dated as of October 28, 2004 (the "Amended and Restated Schedule"), incorporating the terms of the Master Lease and amending and restating the

Original Schedule. The Amended and Restated Schedule and the Master Lease are referred to collectively as the "Lease".

The Lease became effective as of October 28, 2004, and is subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

New Lessor is the holder of all rights, title, interests and obligations of the Original Lessor in, under and to the Lease, in each such case to the extent attributable to the period commencing on and continuing after October 28, 2004 pursuant, in part, to that certain Master Assignment Agreement, dated as of November 22, 2002 and the Assignment and Specification of Assigned Equipment Schedule dated as of October 28, 2004, each between New Lessor and Original Lessor. New Lessor is the owner of the Railcars.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum.

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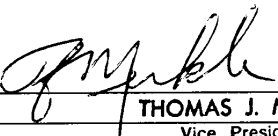
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

SUNTRUST LEASING CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE FIFTH THIRD LEASING COMPANY

By:  \_\_\_\_\_  
Name: **THOMAS J. MERKLE**  
Title: **Vice President**

CONOCOPHILLIPS COMPANY (successor by merger to Conoco Inc.)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.


SUNTRUST LEASING CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE FIFTH THIRD LEASING COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CONOCOPHILLIPS COMPANY (successor by  
merger to Conoco Inc.)

By:  \_\_\_\_\_  
Name: S. R. Barham  
Title: Vice President

STATE OF MD )  
 ) ss.  
COUNTY OF Baltimore )

On this \_\_\_ day of \_\_\_\_\_, 2004, before me appeared Tom CIRA, the person who signed this instrument, who acknowledged that ~~(s)~~he is the SR VP of SUNTRUST LEASING CORPORATION and that, being duly authorized, ~~(s)~~he signed such instrument as a free act on behalf of said corporation.

[Seal]

Robert J. Honeycutt  
Notary Public

My commission expires:

9/1, 2005



ROBERT J. HONEYCUTT  
Notary Public, State of Maryland  
County of Baltimore



STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

On this \_\_\_\_ day of \_\_\_\_\_, 2004, before me appeared Thomas J. Merkle, the person who signed this instrument, who acknowledged that he is the vice president of THE FIFTH THIRD LEASING COMPANY and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Elaine Elia  
Notary Public

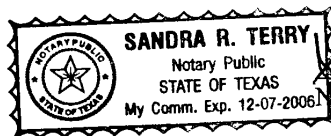
My commission expires:

9.14, 2007

STATE OF TEXAS )  
 ) ss.  
COUNTY OF HARRIS )

On this 26<sup>th</sup> day of October, 2004, before me appeared S. R. Barham, the person who signed this instrument, who acknowledged that (s)he is the Vice President of CONOCOPHILLIPS COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



*Sandra R. Terry*  
Notary Public

My commission expires:

December 7, 2006

**EXHIBIT NO. 1**  
**TO PARTIAL LEASE TERMINATION AND MEMORANDUM OF LEASE**

**DESCRIPTION OF CARS AND REPORTING MARKS**

Ninety (90) UTLX Rail Cars: Union Tank Car Company specialty designed LPG tank rail cars 33,800 gallon shell capacity with gross load on rails of 263,000 lb. Straight shell tank design with an inside diameter of 117 7/8" with ceramic fiber insulation and a high performance water-based epoxy exterior paint 100 ton capacity split wedge trucks and body mounted brakes:

CONX009700, CONX009701, CONX009702, CONX009703, CONX009704, CONX009705,  
CONX009706, CONX009707, CONX009708, CONX009709, CONX009710, CONX009711,  
CONX009712, CONX009713, CONX009714, CONX009715, CONX009716, CONX009717,  
CONX009718, CONX009719, CONX009720, CONX009721, CONX009722, CONX009723,  
CONX009724, CONX009725, CONX009726, CONX009727, CONX009728, CONX009729,  
CONX009730, CONX009731, CONX009732, CONX009733, CONX009734, CONX009735,  
CONX009736, CONX009737, CONX009738, CONX009739, CONX009740, CONX009741,  
CONX009742, CONX009743, CONX009744, CONX009745, CONX009746, CONX009747,  
CONX009748, CONX009749, CONX009750, CONX009751, CONX009752, CONX009753,  
CONX009754, CONX009755, CONX009756, CONX009757, CONX009758, CONX009759,  
CONX009760, CONX009761, CONX009762, CONX009763, CONX009764, CONX009765,  
CONX009766, CONX009767, CONX009768, CONX009769, CONX009770, CONX009771,  
CONX009772, CONX009773, CONX009774, CONX009775, CONX009776, CONX009777,  
CONX009778, CONX009779, CONX009780, CONX009781, CONX009782, CONX009783,  
CONX009784, CONX009785, CONX009786, CONX009787, CONX009788, CONX009789

**EXHIBIT NO. 2**

**TO PARTIAL LEASE TERMINATION AND MEMORANDUM OF LEASE**

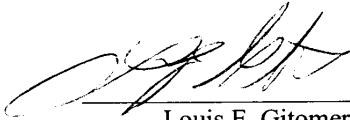
**DESCRIPTION OF TERMINATED CARS AND REPORTING MARKS**

Forty-five (45) UTLX Rail Cars: Union Tank Car Company specialty designed LPG tank rail cars 33,800 gallon shell capacity with gross load on rails of 263,000 lb. Straight shell tank design with an inside diameter of 117 7/8" with ceramic fiber insulation and a high performance water-based epoxy exterior paint 100 ton capacity split wedge trucks and body mounted brakes:

CONX009700, CONX009701, CONX009702, CONX009703, CONX009704, CONX009705, CONX009706, CONX009707, CONX009708, CONX009709, CONX009710, CONX009711, CONX009712, CONX009713, CONX009714, CONX009715, CONX009716, CONX009717, CONX009718, CONX009719, CONX009720, CONX009721, CONX009722, CONX009723, CONX009724, CONX009725, CONX009726, CONX009727, CONX009728, CONX009729, CONX009730, CONX009731, CONX009732, CONX009733, CONX009734, CONX009735, CONX009736, CONX009737, CONX009738, CONX009739, CONX009740, CONX009741, CONX009742, CONX009743, CONX009744

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Lease Termination and Memorandum of Lease Agreement dated as of October 28, 2004, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "L. E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
October 28, 2004